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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

BARNES HOLDINGS, INC.

IDAHO SECRETARY OF STATE

97/14/1999 09:00
DX: 9886 CT: 117976 SH: 233769

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1. Name. The name of the corporation is Barnes Holdings, Inc.

2. Authorized Shares. The aggregate number of shares the corporation is authorized to issue shall be five million (5,000,000) shares, all of which shall be common voting stock which shall have a par value of \$1.00 per share.

3. Voting Entitlement of Shares. (1) Except as provided in sections (2) and (4) of this Article and Article 4, below, providing for cumulative voting for votes case for directors, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote:

(2) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

(3) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

4. Cumulative Voting. The holders of the outstanding shares of the Common Stock of the Corporation are entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

5. Registered office and agent. The registered office of the Corporation is 1401 Shoreline Drive, Boise, Idaho 83702 and its initial registered agent at that address is Larry B. Barnes.

6. Corporate purpose. The purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

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7. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in a shareholder agreement authorized under the Idaho Business Corporation Act. The number of directors of the Corporation shall be fixed from time to time by or in the manner provided in the Bylaws, but the number thereof shall never be fewer than one (1). The number of directors constituting the initial Board of Directors shall be one (1). Directors need not be residents of the State of Idaho or shareholders of the Corporation. The names and addresses of the members of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Larry B. Barnes	1401 Shoreline Drive Boise, Idaho 83702

8. Indemnification. Except as modified by the Bylaws, the Corporation shall indemnify the directors and officers of the Corporation to the fullest extent now permitted by the Idaho Business Corporation Act, or as the same may hereafter be amended to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment. Any amendment, repeal or termination of the foregoing sentence or any amendment, repeal or termination of any law permitting the foregoing indemnification shall not adversely affect any right or protection of an officer or director of the Corporation existing prior to the time of such amendment, repeal or termination.

9. Limitation of Liability. No director or officer shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) authorizing a distribution to shareholders in violation of the Idaho Business Corporation Act; or (iv) an intentional violation of criminal law. Any amendment, repeal or termination of the foregoing sentence or any amendment, repeal or termination of any law permitting the foregoing limitation of liability shall not adversely affect any right or protection of an officer or director of the Corporation existing prior to the time of such amendment, repeal or termination.

10. Incorporator. The name of the incorporator is Larry B. Barnes and the incorporator's address is 1401 Shoreline Drive, Boise, Idaho 83702.

In witness whereof, I have subscribed these Articles of Incorporation this 23 day of January, 1999.



Larry B. Barnes, Incorporator